

**SUL AMÉRICA S.A.**

CNPJ/MF n. 29.978.814/0001-87

NIRE 33.3.0003299-1

**Publicly-held Company**

**CVM N. 02112-1**

**NOTICE TO THE MARKET**

Sul América S.A. (BM&FBovespa: SULA11) (“Company” and, jointly with its subsidiaries, “SulAmérica”), following on the Notice to the Market disclosed on July 8, 2015, hereby informs that the assignment and transfer of part of the Mortgage Insurance Portfolio of Market Policies (Seguro Habitacional em Apólices de Mercado) (“SH/AM”) of its subsidiary Sul América Companhia Nacional de Seguros (“SALIC”), that consists of the collective SH/AM policy contracted by Caixa Econômica Federal, to Pan Seguros S.A. (“PAN”) was approved by Superintendent of Private Insurance (SUSEP) and consummated. From this date on the portfolio shall henceforth be managed and operated by PAN.

In consideration for the transaction, SALIC was paid the amount of R\$59,857,864.23 in cash, such price still being subject to certain adjustments contemplated in the Assignment and Transfer of Mortgage Insurance Portfolio Agreement.

The transaction is aligned with the strategic objectives of SulAmérica, and the corresponding proceeds will contribute to support SulAmérica’s organic growth in other segments in which SulAmérica operates.

Rio de Janeiro, December 29, 2015.

Arthur Farne d’Amoed Neto  
Investor Relations Officer